

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Asset Purchase Agreement
CONVEYING PARTY DATA	
Name	Execution Date
Imaging Portals, Inc.	01/05/2007
RECEIVING PARTY DATA	
Name:	MWA Intelligence, Inc.
Street Address:	17250 N. Hartford Drive, Suite 102
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85255
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	7417753
CORRESPONDENCE DATA	
Fax Number:	(720)566-4099
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	720-566-4125
Email:	lharveyjones@cooley.com
Correspondent Name:	Cooley Godward Kronish LLP
Address Line 1:	380 Interlocken Crescent, Suite 900
Address Line 2:	Attn: Wayne O. Stacy
Address Line 4:	Broomfield, COLORADO 80021
ATTORNEY DOCKET NUMBER:	308763-901
NAME OF SUBMITTER:	Wayne O. Stacy
Total Attachments: 12 source=IPI-MWA#page1.tif source=IPI-MWA#page2.tif source=IPI-MWA#page3.tif source=IPI-MWA#page4.tif	

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ASSET PURCHASE AGREEMENT

DATED AS OF JANUARY 5, 2007

BY AND BETWEEN

MWA INTELLIGENCE, INC., a Delaware corporation,

AND

IMAGING PORTALS, INC., a Delaware corporation

ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT (this "Agreement"), dated as of January 5, 2007, is by and between MWA Intelligence, Inc., a Delaware corporation ("Buyer") and Imaging Portals, Inc., a Delaware corporation ("Seller").

RECITALS

A. Seller is engaged in the business of providing products and services for the remote monitoring of copiers and printers (collectively, the "Business").

B. Seller desires to sell to Buyer, and Buyer desires to purchase from Seller, all of Seller's assets used in connection with the Business other than the Excluded Assets, on the terms and conditions set forth herein.

AGREEMENT

In consideration of the mutual promises and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

ARTICLE 1 PURCHASE AND SALE OF THE ASSETS

Section 1.1. Assets. On the terms and subject to the conditions set forth in this Agreement, at the Closing, Seller agrees to sell, transfer, assign and deliver to Buyer, free and clear of all liens, mortgages, charges, security interests, pledges or other encumbrances or adverse claims or interests of any nature ("Liens") other than Permitted Encumbrances, and Buyer agrees to purchase and assume from Seller, all of Seller's right, title and interest in and to, all of Seller's assets, real, personal or mixed, wherever located (collectively, the "Assets"), including the following (but excluding the Excluded Assets):

REDACTED

REDACTED

(f) Proprietary Rights. All Intellectual Property used in connection with the Business including all goodwill associated therewith, including those identified on Schedule 3.11(a):

REDACTED

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

SELLER:

IMAGING PORTALS, INC., a Delaware corporation

By: Worth T. Probst
Name: Worth T. Probst
Its: President and CEO

BUYER:

MWA INTELLIGENCE, INC., a Delaware corporation

By: _____
Name: _____
Its: _____

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first
above written

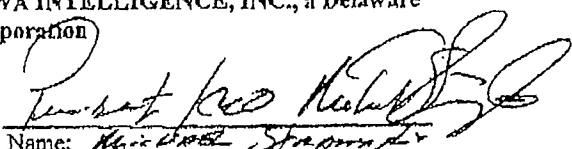
SELLER:

IMAGING PORTALS, INC., a Delaware
corporation

By: _____
Name: _____
Its: _____

BUYER:

MWA INTELLIGENCE, INC., a Delaware
corporation

By: 
Name: Michael Starnes
Its: CEO - President

DISCLOSURE SCHEDULES
to
ASSET PURCHASE AGREEMENT

between
MWA INTELLIGENCE, INC.

and
IMAGING PORTALS, INC.

Dated as of January 5, 2007

Schedule 3.11(a)

Patented or Registered Intellectual Property

Patents

See the following attachments:

1. Disclosure Schedule 3.11a Heller Ehrman Listing.pdf
2. Disclosure Schedule 3.11a CPA Listing.pdf

Registered Trademarks

<u>Mark</u>	<u>Registration Number</u>	<u>Date Registered</u>
Leaders in Remote Monitoring	2413249	December 12, 2000
Fleet Complete	2913855	December 21, 2004

Unregistered Trademarks

ImageTrak
NetFleetManager
MeterAudit
MeterExpress
LocalCount

Service Mark

Imaging Portals

Proprietary Software

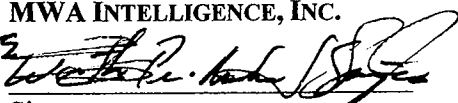
Central Data Repository
200W product firmware
NetFleet Manager
Meter Express
Meter Audit
300R operating firmware
300T operating firmware
Sentinel operating firmware
Exclusive rights to operating firmware for 500N (NetSilicon owns)
Mars software

Letter of Correction to the Asset Purchase Agreement

This Letter of Correction to Asset Purchase Agreement ("Letter") is dated November 16 2007, ("Letter Date") and is executed by MWA Intelligence, Inc., a Delaware corporation ("MWA") and IPI Imaging, Inc. f/k/a Imaging Portals, Inc. ("IPI"), a Delaware corporation. This Letter corrects certain terms of the Asset Purchase Agreement, dated January 5, 2007, (the "Agreement"). Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Agreement.

Pursuant to the terms of the Agreement, the parties intended that all Intellectual Property used in connection with the Business be transferred to MWA. The parties inadvertently omitted a patent from Schedule 3.11(a) of the Agreement (a list of some of the Intellectual Property transferred) and desire to revise the Agreement to reflect the intended assignment. MWA and IPI acknowledge and agree that US Patent No. 5,077,582 (Photocopy Monitoring System) was intended to be included on Schedule 3.11(a). Therefore, Schedule 3.11(a) of the Agreement is hereby revised to include US Patent No. 5,077,582.

MWA INTELLIGENCE, INC.

NTZ

Signature

Michael S. Strumaglio
Name

President CEO
Title

Nov 16, 2007
Date

IPI IMAGING, INC.


Signature

WORTH T. PROBST
Name

CEO
Title

Nov 16, 2007
Date

API Portfolio

Country Code	Country Name	Type Name	IP Renewal Number	Parent/App Number	Application Number	Publication Number	Grant Number	Next Renewal Date	Base Date	Empty Date	Parent/App Date	PCT Date	Priority Date	Application Date	Publication Date	Grant Date
JP	Japan	Patent	2614272		1-121652		2618272	3/11/2007	3/11/1997	5/17/2009				5/17/1989		3/11/1997
ZA	South Africa	Patent	89/3884		89/3884			5/17/2007	5/17/1989	5/17/2009				5/17/1989		5/17/1989
US	U.S.A.	Large Entity	5603060	07/450605	06/476357		5603060	8/11/2008	2/11/1987	2/11/2014	12/13/1989			8/14/1990		2/11/1997
US	U.S.A.	Large Entity	5214772	07/450605	07/587368		5214772		5/25/1993	5/25/2010	12/13/1989			8/14/1990		5/25/1993
CA	Canada	Large Entity	2086740		2086740		2086740		8/12/2007	8/12/2011				2/21/1993		10/21/2003
JP	Japan	Patent	3308973		03-514283		3308973	5/24/2007	5/24/2002	8/12/2011				10/19/1999		5/24/2002
US	U.S.A.	Large Entity	6282383		09/421982		6282383	2/28/2009	7/28/1994	7/28/2011	12/13/1989			11/18/1992		7/28/1994
US	U.S.A.	Large Entity	5333286	07/450605	07/576278		5333286	8/12/2007	8/12/1991	8/12/2011				8/12/1991		8/12/1991
CH	Switzerland	Patent	69129659.6		91914719.9		69129659.6	8/12/2007	8/12/1991	8/12/2011				8/12/1991		8/12/1991
DE	Germany	Patent	91914719.9		91914719.9		91914719.9	8/12/2007	8/12/1991	8/12/2011				8/12/1991		8/12/1991
ES	Spain	Patent	91914719.9		91914719.9		91914719.9	8/12/2007	8/12/1991	8/12/2011				8/12/1991		8/12/1991
FR	France	Patent	0543882		91914719.9		0543882	8/12/2007	8/12/1991	8/12/2011				8/12/1991		8/12/1991
GB	Great Britain	Patent	0543882		91914719.9		0543882	8/12/2007	8/12/1991	8/12/2011				8/12/1991		8/12/1991
IT	Italy	Patent	0543882		91914719.9		0543882	8/12/2007	8/12/1991	8/12/2011				8/12/1991		8/12/1991
NL	Netherlands	Patent	0543882		91914719.9		0543882	8/12/2007	8/12/1991	8/12/2011				8/12/1991		8/12/1991
AU	Australia	Patent	653468		8386281		653468	8/12/2007	8/12/1991	8/12/2011				8/12/1991		8/12/1991
US	U.S.A.	Large Entity	5381265	07/450605	08/056809		5381265	8/12/2007	8/12/1991	8/12/2011	12/13/1989		8/12/1991	8/12/1991	10/12/1995	8/12/1991
IT	Italy	Patent	0658824		95200557.7		0658824		5/16/1989	5/16/2009				5/16/1989		5/16/1989
BE	Belgium	Patent	0658824		95200557.7		0658824	5/16/2007	5/16/1989	5/16/2009				5/16/1989		5/16/1989
CH	Switzerland	Patent	0658824		95200557.7		0658824	5/16/2007	5/16/1989	5/16/2009				5/16/1989		5/16/1989
DE	Germany	Patent	68928579.5		95200557.7		68928579.5	5/16/2007	5/16/1989	5/16/2009				5/16/1989		5/16/1989
ES	Spain	Patent	95200557.7		95200557.7		95200557.7	5/16/2007	5/16/1989	5/16/2009				5/16/1989		5/16/1989
FR	France	Patent	0658824		95200557.7		0658824	5/16/2007	5/16/1989	5/16/2009				5/16/1989		5/16/1989
GB	Great Britain	Patent	0658824		95200557.7		0658824	5/16/2007	5/16/1989	5/16/2009				5/16/1989		5/16/1989
HK	Hong Kong	Patent	1003344		98102441.4		1003344	5/16/2007	5/16/1989	5/16/2009				5/16/1989		5/16/1989
LU	Luxembourg	Patent	0658824		95200557.7		0658824	5/16/2007	5/16/1989	5/16/2009				5/16/1989		5/16/1989
NL	Netherlands	Patent	0658824		95200557.7		0658824	5/16/2007	5/16/1989	5/16/2009				5/16/1989		5/16/1989
DE	Germany	Patent	68924725.7		95200557.7		68924725.7	5/16/2007	5/16/1989	5/16/2009				5/16/1989		5/16/1989
FR	France	Patent	0342910		89304909.8		0342910	5/16/2007	5/16/1989	5/16/2009				5/16/1989		5/16/1989
GB	Great Britain	Patent	0342910		89304909.8		0342910	5/16/2007	5/16/1989	5/16/2009				5/16/1989		5/16/1989
IT	Italy	Patent	0342910		89304909.8		0342910	5/16/2007	5/16/1989	5/16/2009				5/16/1989		5/16/1989
AU	Australia	Patent	825640		89304909.8		825640	5/17/2007	5/17/1989	5/17/2009				5/17/1989		5/17/1989
KR	South Korea	Patent	074770		89-6738		074770	2/12/2007	2/12/1994	5/17/2009			5/17/1988	5/17/1989	2/12/1994	5/24/1994

IMAGING PORTALS PATENT MATTER STATUS REPORT

09/13/06

Case Ref.	Country	Application No.	Application Date	Patent No.	Grant Date	Title	Case Status
40498-0003.US	United States of America	07/739,060	31-Jul-91	5,184,179	2-Feb-93	PROTOCOL MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0004.US	United States of America	08/478,357	7-Jun-95	5,603,060	11-Feb-97	METHOD OF CONTROLLING COPY MACHINES FROM A REMOTE LOCATION	Issued
40498-0005.US	United States of America	07/567,388	14-Aug-90	5,214,772	25-May-93	SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Issued
40498-0007.JP	Japan	2002-100879	12-Aug-91			IMPROVEMENT IN SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Pending
40498-0008.CA	Canada	2,088,740	12-Aug-91	2,088,740	21-Oct-03	SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Issued
40498-0011.US	United States of America	09/902,066	10-Jul-01			SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Pending
40498-0012.JP	Japan	03-514283	12-Aug-91	3309973	24-May-02	IMPROVEMENT IN SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Issued
40498-0013.JP	Japan	2004-152651	12-Aug-91			IMPROVEMENT IN SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Pending
40498-0013-D2.JP	Japan	2006-214434	12-Aug-91			IMPROVEMENT IN SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Pending
40498-0014.US	United States of America	09/421/992	19-Oct-99	6,282,383	28-Aug-01	SYSTEM AND METHOD FOR CONTROLLING IMAGE PROCESSING DEVICES FROM A REMOTE LOCATION	Issued
40498-0015.US	United States of America	07/978,278	18-Nov-92	5,333,286	26-Jul-94	TWO WAY COPIER MONITORING SYSTEM	Issued
40498-0016.CH	Switzerland	91914719.9	14-Aug-90	543882	24-Jun-98	SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Issued
40498-0016.DE	Germany	91914719.9	14-Aug-90	543882	24-Jun-98	SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Issued
40498-0016.EP	European Patent Office	91914719.9	14-Aug-90	543882	24-Jun-98	SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Inactive
40498-0016.ES	Spain	91914719.9	14-Aug-90	543882	24-Jun-98	SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Issued
40498-0016.FR	France	91914719.9	14-Aug-90	543882	24-Jun-98	SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Issued

IMAGING PORTALS PATENT MATTER STATUS REPORT

09/13/06

Case Ref.	Country	Application No.	Application Date	Patent No.	Grant Date	Title	Case Status
40498-0016.GB	United Kingdom	91914719.9	14-Aug-90	543882	24-Jun-98	SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Issued
40498-0016.IT	Italy	91914719.9	14-Aug-90	543882	24-Jun-98	SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Issued
40498-0016.NL	Netherlands	91914719.9	14-Aug-90	543882	24-Jun-98	SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Issued
40498-0017.AU	Australia	83962/91	12-Aug-91	663468	12-Apr-96	SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Issued
40498-0018.US	United States of America	08/056,609	3-May-93	5,361,265	1-Nov-94	SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Issued
40498-0019.US	United States of America	08/724,640	1-Oct-96	6,009,284	28-Dec-99	SYSTEM AND METHOD FOR CONTROLLING IMAGE PROCESSING DEVICES FROM A REMOTE LOCATION	Issued
40498-0020.BE	Belgium	95200557.7	16-May-89	658824	4-Feb-98	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0020.CH	Switzerland	95200557.7	16-May-89	658824	4-Feb-98	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0020.DE	Germany	95200557.7	16-May-89	658824	4-Feb-98	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0020.EP	European Patent Office	95200557.7	16-May-89	658824	4-Feb-98	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Inactive
40498-0020.ES	Spain	95200557.7	16-May-89	658824	4-Feb-98	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0020.FR	France	95200557.7	16-May-89	658824	4-Feb-98	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0020.GB	United Kingdom	95200557.7	16-May-89	658824	4-Feb-98	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0020.HK	Hong Kong	98102441.4		1003344	23-Oct-98	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0020.IT	Italy	95200557.7	16-May-89	658824	4-Feb-98	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0020.LU	Luxembourg	95200557.7	16-May-89	658824	4-Feb-98	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0020.NL	Netherlands	95200557.7	16-May-89	658824	4-Feb-98	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0021.DE	Germany	95200557.7	16-May-89	342910	8-Nov-95	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0021.EP	European Patent Office	89304909.8	16-May-89	342910	8-Nov-95	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Inactive

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IMAGING PORTALS PATENT MATTER STATUS REPORT

Case Ref.	Country	Application No.	Application Date	Patent No.	Grant Date	Title	Case Status
40498-0021.FR	France	95200557.7	16-May-89	342910	8-Nov-95	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0021.GB	United Kingdom	95200557.7	16-May-89	342910	8-Nov-95	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0021.IT	Italy	95200557.7	16-May-89	342910	8-Nov-95	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0022.CA	Canada	599,382	11-May-89	1,335,385	25-Apr-95	PHOTOCOPIER MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0023.AU	Australia	34830/89	17-May-89	625640	10-Nov-92	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0024.ZA	South Africa	89/3684	17-May-89	89/3684	31-Jan-90	PHOTOCOPIER MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0025.KR	Republic of Korea	89-6738	17-May-89	74770	24-Jun-94	PHOTOCOPY MONITORING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued
40498-0027.PC	Patent Cooperation Treaty	PCT/US91/05599	14-Aug-90			SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Inactive
40498-0028.US	United States of America	07/450,605	13-Dec-89	5,084,875	28-Jan-92	SYSTEM FOR AUTOMATICALLY MONITORING COPIERS FROM A REMOTE LOCATION	Issued
40498-0031.JP	Japan	1-121652	17-May-89	2,618,272	11-Mar-97	PHOTO COPYING SYSTEM AND METHOD FOR MONITORING COPIERS	Issued